

EXHIBIT C



Raymond J. DiCamillo
Director
302-651-7786
DiCamillo@rlf.com

June 20, 2023

Mark A. Walsh
Andrew C. Richardson
Steven R. Hash
Judith A. Hannaway

Re: Lordstown Motors Corp. — Conflict Waiver

Dear Mark, Andrew, Steven and Judith:

Richards, Layton & Finger, P.A. (“RLF”) has been asked to represent Lordstown Motors Corp., and certain of its affiliates and/or subsidiaries (collectively, the “Company”) as legal co-counsel, along with White & Case LLP, in connection with the Company’s possible filing and prosecution of a chapter 11 case (the “Company Engagement”). Each of you (collectively, the “District Court Defendants”) are, among other things, defendants in that certain civil action styled *In re Lordstown Motors Corp. Shareholder Derivative Litigation*, C.A. No. 21-00604-SB, pending in the United States District Court for the District of Delaware (the “District Court Action”) and, in connection with the Company Engagement, the Company and the District Court Defendants may be required to negotiate, take adverse positions, or become involved in litigation. As you know, RLF currently serves as Delaware co-counsel to the District Court Defendants in the District Court Action.

In connection with the foregoing, RLF is hereby seeking a written waiver from the District Court Defendants of any actual or potential conflict of interest in connection with RLF representing the Company in the Company Engagement, on the one hand, and RLF’s past, present, and future representation of the District Court Defendants in the District Court Action, on the other hand. For the avoidance of doubt, RLF seeks to act in all potential capacities on behalf of, and as legal co-counsel to, the Company in connection with the Company Engagement, provided, however, that RLF will not act on behalf of the Company in any adversary proceeding or contested direct dispute between the Company and any of the District Court Defendants. At the same time, RLF will not be able to represent any of the District Court Defendants in any proceedings in any potential bankruptcy case that may be filed by the Company. As such, in the event of any such filing by the Company, you will need to engage separate counsel to advise and represent you in connection with any such case or proceedings.

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We understand that the District Court Defendants have consented to and agreed to waive any actual or potential conflict raised by RLF's representation of the Company and the District Court Defendants as described herein. We have disclosed to the Company our representation of the District Court Defendants and have obtained a similar consent and waiver from the Company.

RLF will staff its representation of the Company in the Company Engagement with attorneys that are not providing services to the District Court Defendants, and RLF will otherwise make sure that an ethical screen is in place and remains in place with respect to such attorneys. We take very seriously our obligations to maintain the confidentiality of information we receive from all of our clients and we will take appropriate steps to make sure that we maintain the confidences of both the District Court Defendants and the Company. In connection with or related to the matters discussed herein, we will not be under a duty to disclose any confidential information belonging to the District Court Defendants or the Company. Moreover, the District Court Defendants agree that they will not consider it a breach of any duty that we may owe to the District Court Defendants for RLF to honor confidentialities and to limit the disclosure of information in this manner. In addition, RLF agrees that the RLF attorneys representing the Company and the RLF attorneys representing District Court Defendants will not act against each other, and further agrees that any negotiations between the District Court Defendants and the Company will be handled by their respective other outside counsel.

This letter constitutes informed written consent under Rule 1.7 and/or Rule 1.9 of the Delaware Rules of Professional Conduct. In addition, you should feel free to consult with other counsel regarding the contents of this letter.

Should you have any questions regarding the matters addressed herein, please do not hesitate to contact me. If the foregoing is acceptable and agreed to, we would appreciate the execution and return of this letter to my attention by email at Gross@rlf.com. Thank you for your consideration.

Very best regards,

RICHARDS, LAYTON & FINGER, P.A.

By: /s/ Raymond J. DiCamillo
Raymond J. DiCamillo

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June 20, 2023
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Accepted and Agreed:



Name: Mark Walsh

Date: _____, 2023

Name: Andrew Richardson

Date: _____, 2023

Name: Steven Hash

Date: _____, 2023

Name: Judith Hannaway

Date: _____, 2023

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June 20, 2023
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Accepted and Agreed:

Name: Mark Walsh



Name: Andrew Richardson

Date: _____, 2023

Date: 6/23, 2023

Name: Steven Hash

Date: _____, 2023

Name: Judith Hannaway

Date: _____, 2023

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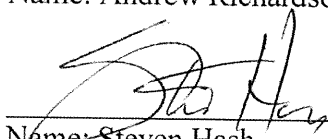
Accepted and Agreed:

Name: Mark Walsh

Date: _____, 2023

Name: Andrew Richardson

Date: _____, 2023



Name: Steven Hash

Date: 6/23, 2023

Name: Judith Hannaway

Date: _____, 2023

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Very best regards,
RICHARDS, LAYTON & FINGER, P.A.

By /s/ Raymond J. DeCarlo

DeCarlo

Raymond J. DeCarlo

☐
Accepted and Agreed

Name Mark Walsh

Date _____, 2023

Name Andrew Richardson

Date _____, 2023

Name Steven Nash

Date _____, 2023

/s/ John Hanning
Name John Hanning

Date June 23, 2023